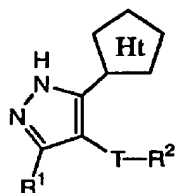


# AMENDMENTS TO THE CLAIMS

Please replace all prior versions and listings of the claims with the amended claims as follows:

1. (Currently amended) A compound of formula I:



I

or a pharmaceutically acceptable salt thereof, wherein:

Ht is pyrazol-3-yl, having  $R^3$  and  $QR^4$  substituents;

$R^1$  is selected from R, F, Cl,  $N(R^8)_2$ , OR,  $NRCOR$ ,

$NRCON(R^8)_2$ ,  $CON(R^8)_2$ ,  $SO_2R$ ,  $NRSO_2R$ , or  $SO_2N(R^8)_2$ ;

T is ~~selected from a valence bond or a linker group~~;

each R is independently selected from hydrogen or an optionally substituted aliphatic group having one to six carbons;

$R^2$  is selected from phenyl or naphthyl ~~hydrogen, CN, halogen, or an optionally substituted group selected from aryl, alkyl, heteroaryl, heterocyclyl, acyclic aliphatic chain group having one to six carbons, or a cyclic aliphatic group having three to ten carbons;~~

$R^3$  is selected from R, OH, OR,  $N(R^8)_2$ , F, Cl, or CN;

Q is a valence bond, J, or an optionally substituted  $C_{1-6}$  alkylidene chain wherein up to two nonadjacent carbons of the alkylidene chain are each optionally and independently replaced by J;

J is selected from  $-C(=O)-$ ,  $-CO_2-$ ,  $-C(O)C(O)-$ ,  $-NRCONR^8-$ ,  $-N(R)N(R^8)-$ ,  $-C(=O)NR^8-$ ,  $-NRC(=O)-$ ,  $-O-$ ,  $-S-$ ,  $-SO-$ ,  $-SO_2-$ ,  $-N(R)O-$ ,  $-ON(R^8)-$ ,  $-OC(=O)N(R^8)-$ ,  $-N(R)COO-$ ,  $-SO_2N(R^8)-$ ,  $-N(R)SO_2-$ , or  $-N(R^8)-$ ;

$R^4$  is selected from  $-R^8$ ,  $-R^5$ ,  $-NH_2$ ,  $-NHR^5$ ,  $-N(R^5)_2$ , or  $-NR^5(CH_2)_yN(R^5)_2$ ;

each  $R^5$  is independently selected from  $R^6$ ,  $R^7$ ,

$-(CH_2)_yCH(R^6)(R^7)$ ,  $-(CH_2)_yR^6$ ,  $-(CH_2)_yCH(R^6)_2$ ,  $-(CH_2)_yCH(R^7)_2$ , or  $-(CH_2)_yR^7$ ;

y is 0-6;

each  $R^6$  is an optionally substituted group independently selected from an aliphatic, aryl, aralkyl, aralkoxy, heteroaryl, heteroarylalkyl, heteroarylalkoxy, heterocyclyl, heterocyclylalkyl, or heterocyclylalkoxy, group;

each  $R^7$  is independently selected from an optionally substituted aliphatic, hydroxyalkyl, alkoxyalkyl, aryloxyalkyl, or alkoxycarbonyl;

each  $R^8$  is independently selected from R or two  $R^8$  on the same nitrogen taken together with the nitrogen optionally form a four to eight membered, saturated or unsaturated heterocyclic ring having one to three heteroatoms;

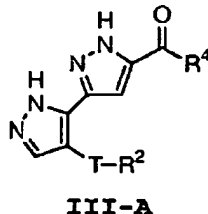
and each substitutable ring nitrogen is independently substituted by R,  $NR_2$ , COR,  $CO_2(C_1-C_6$  optionally substituted alkyl),  $SO_2(C_1-C_6$  optionally substituted alkyl),  $CONR_2$ , or  $SO_2NR_2$ ;

provided that: (a)  $TR^2$  and  $QR^4$  are not the same; (b)  $TR^2$  and  $R^3$  are not the same; and (b) when Ht is pyrazol-3-yl and  $R^1$  and  $R^3$  are both hydrogen, then  $TR^2$  is other than methyl when  $QR^4$  is phenyl in the 4-position.

2-3. (Canceled)

4. (Currently amended) The compound according to claim 1 having one or more of the following features: (a) Q is  $-CO-$ ,  $-CO_2-$ , or  $-CONH-$ ; (b) ~~T is a valence bond~~; (c)  $R^1$  is hydrogen ~~or~~  $NHR$ ; (d)  $R^2$  is an optionally substituted ~~aryl~~ phenyl ring; (e)  $R^3$  is hydrogen; (f)  $R^4$  is selected from  $R^5$ ,  $-NHR^5$ ,  $-N(R^5)_2$ ,  $-NR^5R^6$ ,  $-NHCHR^5R^6$ , or  $-NHCH_2R^5$ ; or (g)  $R^5$  is an optionally substituted group selected from aryl, aralkyl, heteroaryl, heteroarylalkyl, heterocyclyl, heterocyclylalkyl group,  $(CH_2)_yR^6$ ,  $(CH_2)_yR^7$ , or  $(CH_2)_yCH(R^6)(R^7)$ .

5. (Previously amended) The compound according to claim 1 having the formula

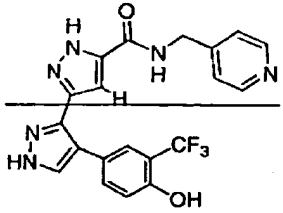
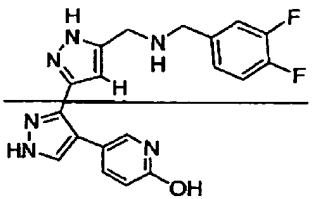
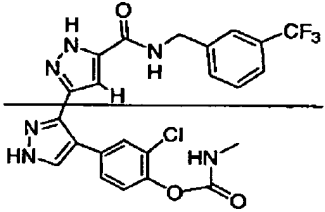
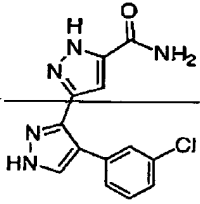
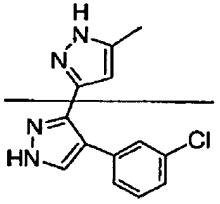
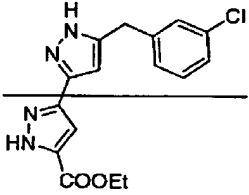


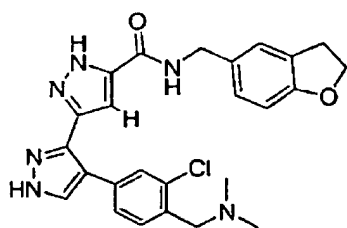
or a pharmaceutically acceptable salt thereof.

6. (Currently amended) The compound according to claim 5 having the following features: (a) ~~T is a valence bond~~; (ba) R<sup>2</sup> is an optionally substituted ~~aryl~~ phenyl ring; (eb) R<sup>4</sup> is selected from R<sup>5</sup>, -NHR<sup>5</sup>, -N(R<sup>5</sup>)<sub>2</sub>, -NR<sup>5</sup>R<sup>6</sup>, -NHCHR<sup>5</sup>R<sup>6</sup>, or -NHCH<sub>2</sub>R<sup>5</sup>; and (ec) R<sup>5</sup> is an optionally substituted group selected from aryl, aralkyl, heteroaryl, heteroarylalkyl, heterocyclyl, heterocyclylalkyl group, -(CH<sub>2</sub>)<sub>y</sub>R<sup>6</sup>, -(CH<sub>2</sub>)<sub>y</sub>R<sup>7</sup>, or -(CH<sub>2</sub>)<sub>y</sub>CH(R<sup>6</sup>)(R<sup>7</sup>).

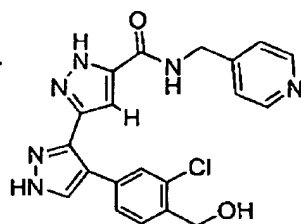
7. (Currently amended) The compound according to claim 1 wherein said compound is selected from the following ~~Table 1~~ compounds:

<b>II-A-1</b>	
<b>II-A-2</b>	

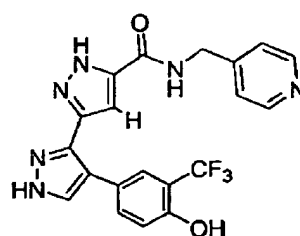
<b>II-A-3</b>	
<b>II-A-4</b>	
<b>II-A-5</b>	
<b>II-A-6</b>	
<b>II-A-7</b>	
<b>II-A-8</b>	



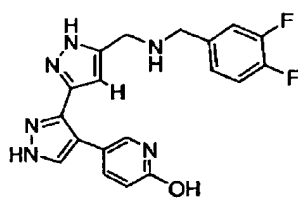
II-A 1



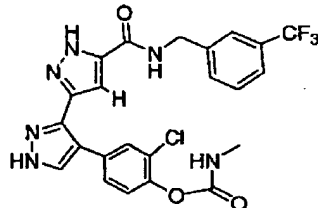
II-A 2



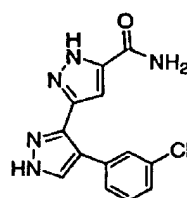
II-A 3



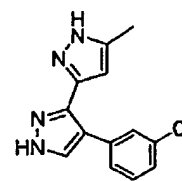
II-A 4



II-A 5



II-A 6



II-A 7

8. (Canceled)

9. (Currently amended) The compound according to claim 8 having one or more of the following features: (a) ~~Q is CO, CO<sub>2</sub>, or CONH~~; (b) ~~T is a valence bond~~; (ca) R<sup>2</sup> is an optionally substituted aryl phenyl ring; (d) ~~R<sup>3</sup> is hydrogen~~; or (eb) R<sup>4</sup> is selected from R<sup>5</sup>, -NHR<sup>5</sup>, -N(R<sup>5</sup>)<sub>2</sub>, -NR<sup>5</sup>R<sup>6</sup>, -NHCHR<sup>5</sup>R<sup>6</sup>, or -NHCH<sub>2</sub>R<sup>5</sup>; or (f) ~~wherein~~ R<sup>5</sup> is an optionally substituted group selected from aryl, aralkyl, heteroaryl, heteroarylalkyl, heterocyclyl, heterocyclylalkyl group, (CH<sub>2</sub>)<sub>y</sub>R<sup>6</sup>, (CH<sub>2</sub>)<sub>y</sub>R<sup>7</sup>, or (CH<sub>2</sub>)<sub>y</sub>CH(R<sup>6</sup>)(R<sup>7</sup>).

10-12. (Canceled)

13. (Previously amended) A composition comprising a compound according to claim 1 in an amount sufficient to detectably inhibit protein kinase activity, said protein kinase selected from one or more of ERK, JAK, JNK, Aurora, GSK, KDR, AKT, or a protein kinase related thereto; and a pharmaceutically acceptable carrier.

14. (Canceled)

15. (Original) A composition according to claim 13 further comprising a therapeutic agent, either as part of a multiple dosage form together with said compound or as a separate dosage form.

16-25. (Canceled)